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Oakland Mills Community Association

Village Board Meeting Minutes

The Other Barn ~ 5851 Robert Oliver Place ~ Columbia, MD 21045

Board Members: Bill McCormack, Jr., Co-Chair ~ Ginny Thomas, Co-Chair
Jonathan Edelson, Vice-Chair ~ Kay Wisniewski, AC Chair ~ Lynn-Steven Engelke
Judy Gottsagen ~ Paul Verchinski

March 14, 2017

OMCA Regular BoD Meeting

This meeting was held on a conference call because the Other Barn was closed due to bad weather conditions and was limited to discussion of time sensitive ballot questions.

Mr. McCormack called the regular meeting of the OMCA Board of Directors to order at 7:04 pm.

Present: Ginny Thomas, Co-Chair; Bill McCormack, Co-Chair; Jonathan Edelson, Vice Chair; Kay Wisniewski, AC Chair; Lynn Engelke; Paul Verchinski; Judy Gottsagen: Tom Meachum, Attorney, Carney, Kelehan, Bresler, Bennett & Scherr LLP.

Opening of Meeting

Ballot Question One

- **Mr. McCormack** confirmed all participants had the two ballot questions in front of them and opened discussion of ballot question one which proposed complete replacement of Article EIGHTH of the Articles of Incorporation.
- **Mr. Meachum** indicated that changes to the Articles of Incorporation have a high approval threshold which requires a 2/3 vote of the Board of Directors and the majority of OMCA members entitled to vote.
- **Mr. McCormack** stated that since this threshold is rarely met, a two-step process can be used. The election vote is the first meeting, and then a second meeting is scheduled at which those present are considered a quorum, and the majority vote decides the issue.
- **Mr. Edelson** asked if the By-Laws could be changed in lieu of the Articles of Incorporation.
- **Mr. Meachum** responded that the Articles had to be changed, and he would research the details of the two-step process. He indicated that a complete replacement of Article EIGHTH was easier than piecemeal language alteration.
- **Ms. Engelke** proposed adding “at least” in front of “five (5) directors” in sentence one.
- **Mr. Meachum** indicated the change strengthened the statement.
- **Ms. Engelke** motioned that ballot question one be approved with the addition of “at least” in sentence one. **Ms. Thomas** seconded and the motion passed (7-0-0).

Ballot Question Two

- **Mr. McCormack** opened discussion of ballot question two which proposed changes to the By-Laws Section 2.03 to allow for removal of a director by option A., a 2/3 majority of the Board for any reason or by option B., a simple majority of the Board for ceasing to be a member of OMCA.
- **Ms. Wisniewski** stated a preference for option B.
- **Ms. Engelke** stated membership is factual and motioned for option B. **Ms. Thomas** seconded and the motion passed (7-0-0).

The regular OMCA Board open meeting ended at 7:33pm.

Closed Meeting began at 7:33pm.

Ms. Thomas motioned to go into closed session for consultation with legal counsel. **Ms. Gottsagen** seconded. The motion passed (7-0-0).

The topic that was discussed was an OM Board letter to the Columbia Association concerning the OM Board's vote to remove Reg Avery as Oakland Mills Columbia Council Representative. A decision was made to have a letter written, reviewed by legal counsel and sent to CA. The vote was (7-0-0).

Mr. McCormack ended the closed meeting at 8:06pm.

Mr. McCormack went back into open session and adjourned the meeting at 8:06pm.